

BYLAWS
OF THE
MINNEAPOLIS COMMUNITY
DEVELOPMENT AGENCY

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MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY

Effective June 1, 1986

Amended January 25, 1991

Amended March 29, 1991

Amended May 28, 1993

Amended June 28, 1993

Amended November 18, 2016

Amended August 31, 2018

PREAMBLE

The Minneapolis Community Development Agency (the “Agency”) was created by an ordinance of the Minneapolis City Council (codified as Chapter 422 of the Minneapolis Code of Ordinances) pursuant to authority granted by 1980 Minn. Laws Chapter 595 (“Chapter 595”). The Minneapolis City Council found that the preservation of the quality of life in the City of Minneapolis (the “City”) is dependent upon maintaining and increasing employment opportunities, providing improved housing opportunities, creating an expanded tax base, including commercial and industrial valuation, maintaining economically viable commercial and industrial areas within the city and encouraging redevelopment and that a coherent organized structure is necessary to accomplish these objectives.

The organizational meeting of the Agency was held on June 16, 1986.

On August 24, 2003, the Minneapolis City Council adopted an ordinance (codified as Chapter 415 of the Minneapolis Code of Ordinances) creating the Department of Community Planning and Economic Development. Thereafter, as part of a reorganization of its development-related functions, the Minneapolis City Council transferred the Agency’s employees and most of its assets and activities to the City pursuant to a series of resolutions. Due to its status as a separate political subdivision, however, the Agency is retained as a legal entity in order to perform a limited number of functions. Examples include the authority to impose a special levy pursuant to Chapter 595, to participate in the Bank Qualified Bank Direct Revenue Bond Program, to own various real estate assets, and to perform additional functions as required.

ARTICLE I – THE AGENCY

Section A. NAME

The legal name of the Agency is "MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY."

Section B. SEAL

The Agency shall have a corporate seal bearing its legal name and the year of incorporation. The Secretary shall be the custodian of the corporate seal of the Agency. Pursuant to written delegation of signature authority, as authorized by the Secretary, the Executive Director and Deputy Executive Director, or designees, are authorized under his/her signature and by affixing the corporate seal of the Agency to certify copies of any of the records of the Agency and any documents in its possession or under its control.

Section C. OFFICE

The principal office of the Agency shall be 105 Fifth Avenue South, Suite 200, Minneapolis, Minnesota 55401, or as otherwise determined by resolution of the Board of Commissioners of the Agency.

ARTICLE II – ORGANIZATION

Section A. OFFICERS

The officers of the Agency shall be the Chair, Vice Chair and Secretary. The Chair, Vice Chair and Secretary shall be elected by and from the Board of Commissioners at the annual meeting of the Agency immediately after the roll call and the approval of the minutes of the previous meeting or meetings, and shall hold office immediately and each so elected shall hold office until the election and qualification of his or her successor. In case of vacancy occurring in the office of Chair, Vice Chair or Secretary, it shall be filled by election for the unexpired term at the next regular or special meeting of the Agency, but notice of such proposed election, whether at a regular or special meeting, shall be given as in the case of notice of special meeting of the Agency.

Sub-Section 1. CHAIR

The Chair shall preside at all meetings of the Board of Commissioners of the Agency.

Sub-Section 2. VICE CHAIR

The Vice Chair shall preside at any meeting of the Board of Commissioners of the Agency in the absence of the Chair.

Sub-Section 3. SECRETARY

Secretary. The Secretary shall be the custodian of the corporate seal of the Agency and shall be responsible for ensuring proper records are prepared and maintained of all its transactions; shall assure all notices are given as required by law or these bylaws; and shall perform all other duties which are customary or incidental to the office of Secretary and such duties as may from time to time be prescribed by the Board of Commissioners of the Agency. In the absence or disability of the Secretary, the Board of Commissioners shall designate another of its members to serve as

Secretary *pro tem*, who shall have the power to perform all duties of the Secretary, including the authority to sign or countersign, attest, or certify official actions and records of the Agency. The Secretary shall preside at any meeting of the Board of Commissioners of the Agency in the absence of both the Chair and the Vice Chair and may exercise the powers of the Chair during the absence of both the Chair and the Vice Chair from the meeting.

Assistant Secretary. The Minneapolis City Clerk, and the City Clerk's designees, are designated Assistant Secretaries to the Board of Commissioners of the Agency specifically for the purpose of aiding the Secretary in performing the duties of that office. Any Assistant Secretary so designated shall, under the direction of the Secretary (or Secretary *pro tem*), function as the recording secretary for each meeting of the Board of Commissioners; prepare and process meeting minutes and related records of the official actions of the Board of Commissioners; and, in general, shall attend to the clerical business of the Board of Commissioners as assigned by the Board of Commissioners or its Secretary.

Section B. MEETINGS

Parliamentary procedure at meetings of the Board of Commissioners and its committees shall be governed by the Rules of Order of the City Council as they may be amended from time to time, provided that all actions of the Board of Commissioners shall be approved by an affirmative vote of at least seven members.

In the absence of a quorum, any meetings may be adjourned from time to time, or those Commissioners present may discuss, but not vote on, any agenda item. All meetings of the Board of Commissioners and its committees shall be held in Room 317 Minneapolis City Hall unless otherwise determined by the Board of Commissioners, in which case notice of the time and place of such meetings shall be given as in the case of notice of special meetings. All resolutions submitted to meetings shall be reduced to writing prior to or at the time of voting. No resolution need be read aloud, except that any Commissioner present may ask that any resolution be read, whereupon it may be read.

Sub-Section 1. ANNUAL MEETING

The annual meeting of the Board of Commissioners of the Agency shall follow the organizational meeting of the Minneapolis City Council in January following the general municipal election. Business at this meeting shall include the election of the Chair, Vice Chair and Secretary and the appointment of all committee chairs. If for any reason the annual meeting is not held, then any meeting thereafter may be deemed to be the annual meeting by a majority vote of the Commissioners present.

Sub-Section 2. REGULAR MEETINGS

The Board of Commissioners and its committees will meet on an as-needed basis. If a meeting of the Board of Commissioners is required to consider business of the Agency, notice shall be provided as required for a special meeting. Board of Commissioners meetings shall follow meetings of the Minneapolis City Council.

Sub-Section 3. SPECIAL MEETINGS

A special meeting is a meeting other than a regular or emergency meeting. Special meetings of the Board of Commissioners and its committees may be called by the Chair, or during the absence of the Chair from the City of Minneapolis and during the inability of the Chair to act due to ill health, by the Vice Chair or Secretary. The Secretary shall post notice of the date, time, place and purpose of the meeting on its principal bulletin board, and shall also mail or deliver notice to each person who has filed a written request for such notice. This notice shall be posted and mailed or delivered at least three days before the meeting, or notice may be published as provided in Minn. Stat. §13D.04. Special meetings shall be called by the Chair upon request of seven other members of the Board of Commissioners.

Sub-Section 4. EMERGENCY MEETINGS

An emergency meeting is a meeting called because of circumstances that, in the judgment of the Board of Commissioners, require immediate consideration. Emergency meetings of the Board of Commissioners and its committees may be called at any time by the Chair, or during the absence of the Chair from the City of Minneapolis or during the inability of the Chair to act due to ill health, by the Vice Chair or Secretary.

Personal notice of the time, place, and purpose of said emergency meeting shall be given to each Commissioner within a reasonable time prior to commencement of said meeting. The Secretary is required to make a good faith effort to provide notice of the emergency meeting to each news medium which has filed a written request for such notice. This notice shall be provided as soon as reasonably practicable after notice has been given to the members of the Board of Commissioners. The notice shall include the subject of the meeting. Posted or published notice of an emergency meeting is not required. A report concerning such emergency meeting and matters discussed at said meeting shall be made at the next meeting thereafter.

Section C. COMMITTEES

The Operating Committee shall conduct all business of the Board of Commissioners, take reports from staff, receive comments from the public, hold public hearings, and make recommendations to the Board. The Agency shall have such additional committees as may be established by the Board of Commissioners.

The membership of the Operating Committee shall be the same as the membership of the Standing Committee on Economic Development and Regulatory Services of the Minneapolis City Council. The Chair of the Standing Committee on Economic Development and Regulatory Services shall be the Chair of the Operating Committee. The Board of Commissioners shall appoint the chairs of all other committees.

A majority of any committee shall constitute a quorum.

Members	Quorum	
6	4	Operating Committee

The Operating Committee shall meet on an as-needed basis following the meeting of the Standing Committee on Economic Development and Regulatory Services. The Board at its next meeting following the Operating Committee meeting will take final action on all recommendations of the Operating Committee.

Temporary appointments to fill vacancies on committees, including chairs, may, from time to time, be made by the Chair of the Board pending action by the Board. All committees shall elect a Vice Chair from among the committee membership.

Section D. EXECUTIVE DIRECTOR

The Director and Deputy Director of the City's Department of Community Planning and Economic Development shall hold the titles of Executive Director and Deputy Executive Director, respectively, of the Agency. The Executive Director shall have complete responsibility for administration of the affairs of the Agency pursuant to policies determined by the Board of Commissioners. The Deputy Executive Director is hereby delegated all of the authority and responsibility of the Executive Director as authorized by the Board of Commissioners of the Agency and the Executive Director.

ARTICLE III – FINANCE AND CONTRACTS

Section A. FISCAL YEAR

The calendar year shall be the fiscal year of the Agency for general administration purposes; however, other fiscal years for special purposes or undertakings of the Agency may be established as required or desirable.

Section B. STAFF

The functions of the Agency shall be performed by City employees under the direction of the Executive Director.

Section C. CONTRACTS AND PROCUREMENT

Sub-Section 1. PROCUREMENT

All construction work, and work of demolition and clearing, contracts for services, or for repairs, maintenance, and replacements, and every purchase of equipment, supplies or materials, and contracts, therefore, shall be in accordance with applicable provisions of Minn. Stat. §469.015 and Minn. Stat. §471.345, as amended, and the procurement policies and procedures of the City, as they may be amended from time to time.

Sub-Section 2. EXECUTION OF DOCUMENTS

Deeds, certificates of completion with release of forfeiture, and other conveyancing instruments of the Agency shall be executed by two Commissioners. Contracts shall be executed on behalf of the Agency by the Executive Director or the Deputy Executive Director. In the absence of the Executive Director and Deputy Executive Director, the Chair of the Board of Commissioners shall execute contracts. In the absence of the Chair, any other Commissioner may execute contracts. All other documents may be executed by designees of the Executive Director pursuant to written delegations of signing authority.

Section D. DISBURSEMENTS

Sub-Section 1. DEPOSITS

All moneys received by the Agency from any source whatsoever shall be deposited in approved bank accounts of the City and shall be disbursed in accordance with all applicable laws and regulations.

Sub-Section 2. CHECKS

All checks drawn on bank accounts of the City shall indicate the fund and, in the case of a project, the project to be charged, and shall be executed by or with the facsimile signatures of the City of Minneapolis, Finance Officer.

ARTICLE IV – AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Commissioners by an affirmative vote of seven Commissioners, provided that each Commissioner of the Agency shall be notified of such proposed amendments at least five days prior to such meeting. Notwithstanding the foregoing, these Bylaws also may be amended by unanimous consent of all Commissioners present at any meeting of the Board of Commissioners.